FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

35010

OMB APPROVAL					
OMB NUMBER:	3235-0076				
Expires:	May 31, 2005				
Estimated average burden	Ť				
hours per response	1.00				

	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	_
	1	

Name of Offering (check if this is an amendm	ent and name has changed, and in	ndicate change.)				
Series C Convertible Preferred Stock		_				
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505	■ Rule 506 □ Section	4(6) 🗆 UI	.OE		
Type of Filing: ■ New Filing □ Amendment		•				
	A. BASIC IDI	ENTIFICATION DATA	1		######################################	
1. Enter the information requested about the issu	ner					
Name of Issuer (□ check if this is an amendment	and name has changed, and indi	cate change.)		18811118	04011036	
Momenta Pharmaceuticals, Inc.					0 1011030	
Address of Executive Offices (Number and	Street, City, State, Zip Code)		Telepho	ne Number (Inclu	iding Area Code)	
43 Moulton Street, Cambridge, MA 02138			617-491	-9700		
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) Telephone Number (Including Area Codifferent from Executive Offices)					nding Area Code)	
Brief Description of Business:	· · · · · · · · · · · · · · · · · · ·					
Applies breakthroughs in sugar sequencing a	nd engineering to accelerated d	rug development and c	ommercia	lization	PROCESSED MAR 09 2004	
Type of Business Organization					0006	
■ corporation □ business trust	☐ limited partnership, alrea	•	□ other	(please specify):	MAR 09 2007	
L outilies aux	☐ limited partnership, to be Month Year	e formed				
Actual or Estimated Date of Incorporation or Or Jurisdiction of Incorporation or Organization: (E	ganization 05 01	Actual			THOMSON FINANCIAL	
	CN for Canada; FN for o	ther foreign jurisdiction)	DE			
GENERAL INSTRUCTIONS						
Federal:						

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information requested for t	ho following:	· · · · · · · · · · · · · · · · · · ·	 		
• Each promoter of the issuer, if		sen organized within the r	act five veges		
•		~		% or more of a c	lass of equity securities of the issuer;
Each executive officer and dire					
 Each general and managing part 			6 F		
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	LI TTOIROCA				Circles alrevol Hadiaging Faither
Tun Ivane (Last hanc inst, ii iidividual)					
Crane, Alan L.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
			•		
c/o Momenta Pharmaceuticals, Inc., 43					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Brugger, Steven					
Business or Residence Address	(Number and 5	Street, City, State, Zip Co	de)		
	(1 (4)11201 4210 1	outer, city, outer, cap co	<i></i> ,		
c/o Momenta Pharmaceuticals, Inc., 43	Moulton Street	, Cambridge, MA 0213	8		
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Fier, Ian					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	ie)		
c/o Momenta Pharmaceuticals, Inc., 43	Moulton Street	Cambridge MA 0213	R		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	LI FIGHIOLEI	D Denencial Owner		D Dilector	13 Octicial alluvoi Maliagnig Faither
Tun rance (East make 1154 if fictivious)					
Tyler, Joseph E.					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	ie)		
			•		
Check Box(co) that Apply			■ Executive Officer		
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Venkataraman, Ganesh					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
	`	· · · · · · · · · · · · · · · · · · ·	,		
c/o Momenta Pharmaceuticals, Inc., 43	Moulton Street	, Cambridge, MA 0213			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				**	
TEN 11 C Y					
Whoriskey, Susan K. Business or Residence Address	(Niumbar and I	Street City State 7in Co	da)		
business of Residence Address	(Number and	Street, City, State, Zip Co	Ge)		
c/o Momenta Pharmaceuticals, Inc., 43	Moulton Street	. Cambridge, MA 0213	8		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	<u> </u>	Denencial Owner		<u> Director</u>	
Shea, Richard P.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	xde)		
J. R.F. J. THI. J. S. W. AG.	M 14 Gr		0		
Check Box(es) that Apply:		<u> </u>		- Discotor	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Clarke, John K.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
	,	, <u>-</u> ,,p •	•		
clo Cardinal Partners, 221 Nassau Stree	t Princeton N	T 08542			

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

2. Enter the information requested for						
 Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 						
 Each executive officer and dire 	ector of corporat	e issuers and of corporate				
 Each general and managing pa 	rtner of partners	hip issuers.		•	-	
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Langer, Robert S., Jr.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
d. B.f	D	4 - 6 Ch t 1 T t t	- 45 C . N St		20120 4207	
c/o Massachusetts Institute of Technolo Check Box(es) that Apply:	gy, Department ☐ Promoter	■ Beneficial Owner	Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	LI FIOIROIGI		LI Executive Officer	2 2 2 2 2 2 2	Ocherar androi Managing Farther	
Tun Tune (Last hame may it mai vidual)						
Sasisekharan, Ram		0	•			
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		,	
c/o Massachusetts Institute of Technolo	gy, Departmen	t of Chemical Engineeri	ng, 16-561, 77 Massachu	setts Ave., Cam	bridge, MA 02139	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Shapiro, Bennett M.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
	D T * 1 4	D-1 NI 070/7	0000			
c/o Merck Research Laboratories, 126 Check Box(es) that Apply:	□ Promoter	Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	LI PIONIOLEI	Li benenciai Owner	☐ Executive Officer	- Director	D General and/or Managing Faither	
(
Westphal, Christoph H.	- <u>ā;</u>	a a a a				
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
c/o Polaris Venture Partners, 1000 Win	ter Street, Suit	e 3350, Waltham, MA 0	2451			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Zabriskie, John L.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
c/o Lansing Brown Investments, LLC,	182 Reason Str	not Roston MA 02116				
		<u> </u>		D'		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Reeders, Stephen						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
6 Henrietta Street, London WC2E 8PU						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)					3 3	
Powertt Poton						
Barrett, Peter Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
			•			
Charle Part(se) that Apply:		/		■ Director		
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner	
i dii 17dine (Last name 1118t, 11 muividual)			•			
Hutt, Peter Barton			<u>.</u>			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
c/o Covington & Burling, 1201 Pennsylvania Avenue, Washington, D.C. 20004-2401						

A. BASIC IDENTIFICATION DATA

Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ■ Beneficial Owner □ Promoter ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Polaris Venture Partners III, L.P. **Business or Residence Address** (Number and Street, City, State, Zip Code) 1000 Winter Street, Suite 3350, Waltham, MA 02451 Check Box(es) that Apply: Beneficial Owner □ Executive Officer □ Promoter □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) CHP II, L.P. **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Cardinal Partners, 221 Nassau Street, Princeton, NJ 08542 Check Box(es) that Apply: Beneficial Owner □ Promoter ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Atlas Venture Associates V, Inc. **Business or Residence Address** (Number and Street, City, State, Zip Code) 890 Winter Street, Waltham, MA 02451 ■ Beneficial Owner Check Box(es) that Apply: ☐ Executive Officer □ Promoter □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Atlas Venture Associates VI, Inc. (Number and Street, City, State, Zip Code) **Business or Residence Address** 890 Winter Street, Waltham, MA 02451 Check Box(es) that Apply: ■ Beneficial Owner ☐ Promoter ☐ Executive Officer ☐ General and/or Managing Partner □ Director Full Name (Last name first, if individual) MVM International Life Sciences Fund No. 1, L.P. **Business or Residence Address** (Number and Street, City, State, Zip Code) 6 Henrietta Street, London WC2E 8PU Check Box(es) that Apply: ■ Beneficial Owner □ Promoter ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Mithra Ventures, L.P. **Business or Residence Address** (Number and Street, City, State, Zip Code) 205 Newbury Street, 3rd floor, Boston, MA 02116 Check Box(es) that Apply: ☐ Executive Officer □ Promoter □ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(es) that Apply:

□ Promoter

Full Name (Last name first, if individual)

Business or Residence Address

□ Beneficial Owner

(Number and Street, City, State, Zip Code)

□ Executive Officer

□ Director

☐ General and/or Managing Partner

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$ n/a	
	That is the manner in contain the win or accepted from the manner in the	Yes	No
3.	Does the offering permit joint ownership of a single unit?	=	0
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
	Name (Last name first, if individual)		-
none	3		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States	
_{[/ [[AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [L] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR]	_ [ID] _ [MO] _ [PA]
_ [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [WY]	_ [PR]
Full	name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	e of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ (ID) _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Bus	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [, _ [_ [_ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>20,499,996.62</u>	\$ <u>20,499,996.62</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$;
	Total	\$ <u>20,499,996.62</u>	\$ 20,499,996.62
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	20	\$ 20,499,996.62
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		•
	Answer also in Appendix, Column 4, if filing under ULOE		4
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		<u> </u>
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	4-44-4-4-4-4-4-4-4-4-4-4-4-4-4-4-4-4-4-4	
	Transfer Agent's Fees	П	\$
	Printing and Engraving Costs		\$
	Legal Fees	-	\$80,000
	Accounting Fees	-	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	•	\$80,000

1	Enter the difference between the aggregate of and total expenses furnished in response to Paradjusted gross proceeds to the issuer."	t C - Question 4.a. This difference is th	ic .		S.	20,419,996.62
f a	edicate below the amount of the adjusted gross of each of the purposes shown. If the amount find check the box to the left of the estimate. The djusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an a total of the payments listed must equal	estimate the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	alaries and fees		a	\$	0	\$
F	urchase of real estate	***************************************	0	s _	•	\$
F	urchase, rental or leasing and installation of ma	chinery and equipment	0	5	0	\$
Construction or leasing of plant buildings and facilities			D	\$	-	\$
ŧ	equisition of other business (including the valuating may be used in exchange for the assets or so	curities of another issuer pursuant to a			_	
	nasa)		-	\$	0	\$
I	epayment of indebtedness		0	\$		\$
1	Vorking capital	18484818105-61-41	0	\$	•	\$ <u>20.419.996.62</u>
	Other (specify):		- 0	\$		\$
-			- -	\$		\$
-	column Totals		-	\$ 0	-	\$ 20,419,996.62
	otal Payments Listed (column totals added)			s 20.	419,996, <i>t</i>	
		D. FEDERAL SIGNAT	URE			V2-Fabrus 1
n und	suer has duly caused this notice to be signed by ertaking by the issuer to furnish to the U.S. See credited investor pursuant to paragraph (b)(2) o	urities and Exchange Commission, upon				
ssuer	(Print or Type)	Signature	V 11	Date		
	nta Pharmaceuticals, Inc.			March 5 , 2004		
	of Signer (Print or Type) Crane	Title of Signer (Print or Type) Chief Excentive Officer	AL	G		
l asi		ATTENTION missions of fact constitute feder				